

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

U.S. BANK NATIONAL ASSOCIATION,  
as Trustee for MERRILL LYNCH FIRST  
FRANKLIN MORTGAGE LOAN  
TRUST, SERIES 2007-3,

Plaintiff,

v.

FIRST FRANKLIN FINANCIAL  
CORPORATION, MERRILL LYNCH  
MORTGAGE LENDING, INC., and  
BANK OF AMERICA CORPORATION,

Defendants.

Case No. 1:19-cv-4890-VSB

**DECLARATION OF PAMELA A. MILLER, ESQ. IN SUPPORT OF SUBSTITUTION  
OF COUNSEL ON BEHALF OF DEFENDANT FIRST FRANKLIN**

I, Pamela A. Miller, declare under penalty of perjury and 28 U.S.C. § 1746 that the following is true and correct to the best of my knowledge, information, and belief:

1. I am an attorney with the law firm O'Melveny & Myers LLP, 7 Times Square, New York, New York 10036, (212) 326-2000, counsel for Defendants First Franklin Financial Corporation ("First Franklin"), Merrill Lynch Mortgage Lending, Inc. ("MLML"), and Bank of America Corporation ("BAC") in the above-captioned action. I am a member of the bar of this Court. Pursuant to Local Civil Rule 1.4, I respectfully submit this Declaration in support of the accompanying stipulation and proposed order substituting the law firms Munger, Tolles & Olson LLP and Moran Karamouzis LLP for O'Melveny & Myers LLP as counsel for Defendant First Franklin.
2. The complaint in this action ("the Complaint") was filed on May 24, 2019 (ECF #1).

3. Pursuant to the parties' stipulation so-ordered on October 7, 2019 (ECF #18), Defendants MLML and BAC filed a motion to dismiss the Complaint on November 15, 2019 (ECF#27).

4. On November 14, 2019, this Court granted the parties' request to extend First Franklin's time to move, answer, or otherwise respond to the Complaint from November 15, 2019 to November 29, 2019, due to First Franklin's decision to retain separate counsel in this matter (ECF #20).

5. On November 18, 2019, this Court ordered that Plaintiff U.S. Bank National Association ("Plaintiff")'s deadline to file any amended complaint or opposition in response to MLML's and BAC's motion to dismiss be held in abeyance pending further order of this Court. This Court further ordered all parties to meet and confer and submit a proposed schedule for the filing of amended pleadings and/or motion briefing by December 6, 2019 (ECF #30).

6. As reflected in the accompanying stipulation and proposed order, Defendant First Franklin now desires to retain Munger, Tolles & Olson LLP and Moran Karamouzis LLP to represent it in this litigation. O'Melveny & Myers LLP will continue to represent Defendants MLML and BAC in this litigation.

7. O'Melveny & Myers LLP will not be asserting a retaining or charging lien.

Executed this 26th day of November, 2019, in New York, New York.

/s/ Pamela A. Miller  
Pamela A. Miller